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Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 JUNE 2022; AND (2) RETIREMENT OF DIRECTORS

The Board announces that:

- (1) Save and except for the resolutions nos. 4 (regarding the re-election of Dr. Mo Keqi as non-executive Director), 5 (regarding the re-election of Mr. Jiang Senlin as non-executive Director) and 7 (regarding the re-election of Ms. Fan Wenxian as independent non-executive Director), all the resolutions proposed at the AGM held on 23 June 2022 were duly passed; and
- (2) Dr. Mo Keqi and Mr. Jiang Senlin retired as non-executive Directors, and Ms. Fan Wenxian retired as an independent non-executive Director on 23 June 2022, since the resolutions nos. 4, 5 and 7 in respect of their re-election were not passed at the AGM.

POLL RESULTS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Suoxinda Holdings Limited (the “**Company**”) announces that save and except for the resolutions nos. 4 (regarding the re-election of Dr. Mo Keqi as non-executive Director), 5 (regarding the re-election of Mr. Jiang Senlin as non-executive Director) and 7 (regarding the re-election of Ms. Fan Wenxian as independent non-executive Director), all the resolutions proposed at the AGM held on 23 June 2022 were duly passed.

Directors of the Company, namely Mr. Chen Zhenping, Dr. Wu Fu-Shea, Mr. Wu Xiaohua, Mr. Song Hongtao, Mr. Tu Xinchun, Ms. Fan Wenxian and Dr. Chen Wei, had attended the AGM.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
1.	To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2021.	148,720,000 (100.00%)	0 (0.00%)
2.	To re-elect Mr. Chen Zhenping as an executive Director.	148,692,000 (99.98%)	28,000 (0.02%)
3.	To re-elect Mr. Wu Xiaohua as an executive Director.	148,720,000 (100.00%)	0 (0.00%)
4.	To re-elect Dr. Mo Keqi as a non-executive Director.	56,346,160 (37.89%)	92,373,840 (62.11%)
5.	To re-elect Mr. Jiang Senlin as a non-executive Director.	56,046,160 (37.69%)	92,673,840 (62.31%)
6.	To re-elect Mr. Tu Xinchun as an independent non-executive Director.	148,720,000 (100.00%)	0 (0.00%)
7.	To re-elect Ms. Fan Wenxian as an independent non-executive Director.	56,074,160 (37.70%)	92,645,840 (62.30%)
8.	To re-elect Dr. Chen Wei as an independent non-executive Director.	148,720,000 (100.00%)	0 (0.00%)
9.	To authorize the Board to fix the respective Directors' remuneration.	148,720,000 (100.00%)	0 (0.00%)
10.	To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorize the Board to fix the auditor's remuneration.	148,720,000 (100.00%)	0 (0.00%)
11.	To give a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution (the " Buyback Mandate ").	148,720,000 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
12.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution (the “ Issuance Mandate ”).	148,692,000 (99.98%)	28,000 (0.02%)
13.	Conditional upon the passing of resolutions nos. 11 and 12, to extend the Issuance Mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the total number of shares repurchased by the Company under the Buyback Mandate.	148,692,000 (99.98%)	28,000 (0.02%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As all or a majority of the votes was cast in favour of each of the resolutions nos. 1 to 3, 6, 8 to 13, all such ordinary resolutions were duly passed. As there was not a majority of the votes cast in favour of each of the resolutions nos. 4, 5 and 7, all such ordinary resolutions were not passed. Accordingly, Dr. Mo Keqi, Mr. Jiang Senlin and Ms. Fan Wenxian retired as Directors at the AGM.
- (c) The total number of shares of the Company in issue as at the date of the AGM: 408,861,438 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 408,861,438 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”): Nil.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Company’s circular dated 28 April 2022 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company’s Branch Share Registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

RETIREMENT OF DIRECTORS

As indicated above, the resolutions nos. 4 and 5 regarding the re-election of Dr. Mo Keqi (“**Dr. Mo**”) and Mr. Jiang Senlin (“**Mr. Jiang**”) as non-executive Directors, and the resolution no. 7 regarding the re-election of Ms. Fan Wenxian (“**Ms. Fan**”) as an independent non-executive Director were not passed at the AGM since there was not a majority of votes cast for such resolutions. Accordingly, Dr. Mo and Mr. Jiang have retired as non-executive Directors, and Ms. Fan has retired as an independent non-executive Director with effect from 23 June 2022.

Dr. Mo, Mr. Jiang and Ms. Fan confirmed that they have no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Dr. Mo, Mr. Jiang and Ms. Fan for their contributions to the Company during their terms of office with the Company.

Rule 3.05 of the Listing Rules requires the Company must appoint two authorised representatives and the two authorised representatives must be either two Directors or a Director and the Company’s secretary. Rule 3.10(1) of the Listing Rules requires the Company must have at least three independent non-executive Directors. Rule 3.21 of the Listing Rules requires the audit committee of the Company must comprise a minimum of three members. Rule 3.27A of the Listing Rules provides the nomination committee of the Company must be chaired by the chairman of the Board or an independent non-executive Director and comprising a majority of independent non-executive Directors.

Immediately following the above-mentioned retirement of Directors, Dr. Mo ceased to be an authorized representative of the Company pursuant to Rule 3.05 of the Listing Rules (the “**Authorised Representative**”) and a member of the audit committee of the Company; Mr. Jiang ceased to be a member of the remuneration committee of the Company; and Ms. Fan ceased to be the chairman of the nomination committee of the Company. The Company will not be able to comply with the requirements under Rules 3.05, 3.10(1), 3.21 and 3.27A of the Listing Rules as set out above. The Board will make its best endeavours to identify suitable candidate(s) to fill the vacancy(ies) as soon as possible and within three months from the date of this announcement as provided in Rules 3.11 and 3.23 of the Listing Rules to meet the requirements under the Listing Rules. The Company will make

further announcement(s) as and when appropriate in relation to any future appointment of new independent non-executive Director, Authorised Representative and committee members in accordance with the requirements of the Listing Rules.

By order of the Board
Suoxinda Holdings Limited
Song Hongtao
Chairman of the Board

Hong Kong, 23 June 2022

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Chen Zhenping, Dr. Wu Fu-Shea and Mr. Wu Xiaohua; one non-executive Director, namely Mr. Song Hongtao; and two independent non-executive Directors, namely Mr. Tu Xinchun and Dr. Chen Wei.